

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL				
OMB Number:	3235-0076			
Expires:				
Estimated average burden				
hours per respons	e16.00			

SEC USE ONLY				
Profix		Serial		
DAT	E RECEIVED)		
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Name of Offering (check if this is an amendment and name has changed, and indicate change.)	
Reg. D Private Placement	
Filing Under (Check box(es) that apply):	ULOE
Type of Filing:	
A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer	07047216 -
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	0/04/210
The Tracking Corporation	
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
9101 LBJ Freeway, Suite 100	214-361-8812
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business	BEST AVAILABLE COPY
GPS tracking systems and technology	
	PROCESSED
	please energify):
business trust limited partnership, to be formed	MAY 23 200:
Month Year Actual or Estimated Date of Incorporation or Organization: 04 04 Actual Estir Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State CN for Canada; FN for other foreign jurisdiction)	nated THOMSON FINANCIAL

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer. Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. ☑ Executive Officer General and/or Check Box(es) that Apply: Promoter Beneficial Owner Managing Partner Full Name (Last name first, if individual) Hampton, Wade Business or Residence Address (Number and Street, City, State, Zip Code) 9101 LBJ Freeway, Suite 100, Dallas, Texas 75243 Executive Officer Check Box(es) that Apply: Beneficial Owner Director General and/or Promoter Managing Partner Full Name (Last name first, if individual) Grisaffi, Jerome Business or Residence Address (Number and Street, City, State, Zip Code) 9101 LBJ Freeway, Suite 100, Dallas, Texas 75243 Executive Officer Director General and/or Check Box(es) that Apply: Beneficial Owner Promoter Managing Partner Full Name (Last name first, if individual) Stock, Walter Business or Residence Address (Number and Street, City, State, Zip Code) 9101 LBJ Freeway, Suite 100, Dallas, Texas 75243 Executive Officer Director General and/or Beneficial Owner Check Box(es) that Apply: Promoter Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) General and/or Check Box(es) that Apply: Beneficial Owner Executive Officer ☐ Director Promoter Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Beneficial Owner Executive Officer Director General and/or Check Box(es) that Apply: Promoter Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) General and/or Executive Officer Director Check Box(es) that Apply: Promoter Beneficial Owner Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) (Use blank sheet, or copy and use additional copies of this sheet, as necessary)

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	Г	······································			,	В. П	NFORMATI	ÓN ABOU	T OFFERI	NG				
Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual? 7. S 7. Yes No 8. Does the offering permit joint ownership of a single unit? 8. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar renumeration for subcliation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If imore than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer dealer only. Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) AL AK AZ AR CA CO CT DE DE DE FL GA HI DE DE DE DE SEL GA LITE INTO TEAL DEALER DEAL	_	'												
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	3	\$
	' Equity		\$ 800,000.00
	☐ Common ☐ Preferred		
	Convertible Securities (including warrants)	5	\$
	Partnership Interests		· · · · · · · · · · · · · · · · · · ·
	Other (Specify)		
	Total		
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Aggregate
		Number Investors	Dollar Amount of Purchases
	Accredited Investors		\$ 800,000.00
	Non-accredited Investors	•	.\$
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505		\$
	Regulation A		s
	Rule 504		\$
	Total		\$ 0.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs	<u> </u>	s
	Legal Fees		\$
	Accounting Fees	_	\$
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)		\$
	Other Expenses (identify)		\$
	Total	_	\$ 0.00

	C. OFFERING PRICE, NU	MBER OF INVESTORS, EXPENSES AND US	E OF PROCEEDS	
and to	otal expenses furnished in response to Part C -	fering price given in response to Part C — Que — Question 4.a. This difference is the "adjuste	d gross	1,000,000.00 \$
each check	of the purposes shown. If the amount for	proceed to the issuer used or proposed to be used on purpose is not known, furnish an estimate of the payments listed must equal the adjuster art C — Question 4.b above.	ite and	
! [Payments to Officers, Directors, &	Payments to
G-1			Affiliates	Others
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		D. FEDERAL SIGNATURE	·	
signature	constitutes an undertaking by the issuer to f	he undersigned duly authorized person. If thi furnish to the U.S. Securities and Exchange Cocredited investor pursuant to paragraph (b)	Commission, upon writ	
•	int or Type) king Corporation	Signature	Date	16.2
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Jerome G	Signer (Print or Type) risaffe	Title of Signer (Print or Type) President	/	
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		ATTENTION		
	Intentional misstatements or omission	ns of fact constitute federal criminal vio	lations. (See 18 U.	S.C. 1001.)

1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No		
1	See Appendix, Column 5, for state response.				
2;	The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice D (17 CFR 239.500) at such times as required by state law.	is filed a no	tice on Form		
3	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.				
4	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer of this exemption has the burden of establishing that these conditions have been satisfied.				
	ter has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behorized person.	ochalf by the	undersigned		
	Print or Type) Signature Date 07/2	2/07	7		
•	Print or Type) Grisaffe President President	/			
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Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX 2 ,1 3 4 Disqualification Type of security under State ULOE and aggregate Intend to sell (if yes, attach offering price Type of investor and explanation of to non-accredited investors in State offered in state amount purchased in State waiver granted) (Part B-Item 1) (Part C-Item 1) (Part C-Item 2) (Part E-Item 1) Number of Number of Accredited Non-Accredited State Yes No Investors Amount Investors Amount Yes No ALΑK ΑZ AR ĊA ĊΟ ĊT DE \$556,000.0 Common; \$1 mill DC FLGΑ НІ ÍD ΙL IN IA KS KY LA ME MD MA ΜI MN MS

APPENDIX 5 1 2 3 4 Disqualification Type of security under State ULOE (if yes, attach Intend to sell and aggregate Type of investor and explanation of to non-accredited offering price amount purchased in State waiver granted) offered in state investors in State (Part C-Item 2) (Part E-Item 1) (Part B-Item 1) (Part C-Item 1) Number of Number of Accredited Non-Accredited State Yes No Investors Amount **Investors** Amount Yes No MO MT NE NV NH NJ NM NY NC ND ОН OK OR PA RJ SCSD TN TX Common; \$1 mill 1 \$244,000.00 UT VT VA WA wv WI

	APPENDIX								
1		2 3 4					5 Disqualification		
1	to non-a	i to sell accredited is in State 3-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)			(if yes, explan waiver	ate ULOE, attach ation of granted) -Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY									
PR									

FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

	RECEIVED	
	MAR 1 9 2007	>>
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FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D,

OMB APPROVAL				
OMB Number:	3235-0076			
Expires:				
Estimated average burden				
hours per response16.00				

SEC USE ONLY				
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	SECTION.4(6),		DATE RECEIVED
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Name of Offering (Creed if this is an amendment and	·		
Filing Under (Check box(es) that apply):	Rule 505 Rule	506 Section 4(6	O) U ULOE
A	. BASIC IDENTIFICA	ATION DATA	
1. Enter the information requested about the issuer-			07047980
Name of Issuer (check if this is an amendment and na GUPTILL PROPERTIES, LLC	me has changed, and inc	dicate change.)	01041980
Address of Executive Offices 874 SOUTH ROSE PLACE, ANAHEIM, CA 92805	(Number and Street, C	ity, State, Zip Code)	Telephone Number (Including Area Code)
Address of Principal Business Operations (if different from Executive Offices)	PROC	ESSEL	Telephone Number (Including Area Code)
Brief Description of Business	MAY	23 2007	BEST AVAILABLE COPY
Type of Business Organization corporation business trust limited partnership	THE ership, already formed ership, to be formed		(please specify): .imited liability company
Actual or Estimated Date of Incorporation or Organization: Jurisdiction of Incorporation or Organization: (Enter two-l	Month Year 0 2 0 7 etter U.S. Postal Service nada; FN for other force	abbreviation for Sta	imated te:
GENERAL INSTRUCTIONS			·

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the tiling of a federal notice.

Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years: Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, Each executive officer and director of corporate issuers and of corporate general and managing to each executive officer and director of partnership issuers. Each general and managing partner of corporate issuers and of corporate general and managing partner of partnership issuers. Each general and managing partner of corporate issuers and of corporate general and managing partner of partnership issuers. Each general and managing partner of corporate issuers and of corporate general and managing partner of general and street. Executive Officer of the corporate general and managing partner of corporate general and managing partner of general and street. Executive Officer of the corporate general and managing partner of general and street. Executive Officer of the corporate general and street. Executive Officer of the corporate general and street. Each general and managing partner of corporate general and of corporate general and managing partner of general and street. Each general and of corporate general and of corporate general and managing partner of partnership issuers. Each general and street issuers and of corporate general and managing partner of partnership issuers. Each general and street issu			
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Each general and managing partner of partnership issuers. heck Box(es) that Apply:	Director		General and/or
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All Name (Last name first, if individual) CONALD L. GUPTILL usiness or Residence Address (Number and Street, City, State, Zip Code) 74 SOUTH ROSE PLACE, ANAHEIM, CA 92805 heck Box(es) that Apply: Promoter Beneficial Owner Executive Officer Ill Name (Last name first, if individual) SUSAN J. GUPTILL usiness or Residence Address (Number and Street, City; State, Zip Code) 44 SOUTH ROSE PLACE, ANAHEIM, CA 92805 heck Box(es) that Apply: Promoter Beneficial Owner Executive Officer Ill Name (Last name first, if individual) variness or Residence Address (Number and Street, City, State, Zip Code) heck Box(es) that Apply: Promoter Beneficial Owner Executive Officer [unit Name (Last name first, if individual) variness or Residence Address (Number and Street, City, State, Zip Code) heck Box(es) that Apply: Promoter Beneficial Owner Executive Officer [Ø	
RONALD L. GUPTILL usiness or Residence Address (Number and Street, City, State, Zip Code) 174 SOUTH ROSE PLACE, ANAHEIM, CA 92805 heck Box(es) that Apply:	Director		
heck Box(es) that Apply: Promoter Beneficial Owner Executive Officer Promoter Beneficial Owner Executive Officer	7 Director		
ull Name (Last name first, if individual) SUSAN J. GUPTILL. usiness or Residence Address (Number and Street, City, State, Zip Code) 74 SOUTH ROSE PLACE, ANAHEIM, CA 92805 heck Box(es) that Apply: Promoter Beneficial Owner. Executive Officer [ull Name (Last name first, if individual) vusiness or Residence Address (Number and Street, City, State, Zip Code) heck Box(es) that Apply: Promoter Beneficial Owner Executive Officer [Director		
SUSAN J. GUPTILL usiness or Residence Address (Number and Street, City, State, Zip Code) 74 SOUTH ROSE PLACE, ANAHEIM, CA 92805 Theck Box(es) that Apply: Promoter Beneficial Owner. Executive Officer [ull Name (Last name first, if individual) susiness or Residence Address (Number and Street, City, State, Zip Code) Theck Box(es) that Apply: Promoter Beneficial Owner Executive Officer [Z	General and/or Managing Partner
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all Name (Last name first, if individual)	Director		General and/or Managing Partner
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heck Box(es) that Apply: Promoter Beneficial Owner Executive Officer	Director		General and/or Managing Partner
ull Name (Last name first, if individual)			
Susiness or Residence Address (Number and Street, City, State, Zip Code)			

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	sold. Enter the aggregate offering price of securities included in this offering and the total amount arready sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and		
	already exchanged.	Aggregate	Amount Already
	Type of Security	. Offering Price	e, Sold
	Debt	\$	<u> </u>
	Equity	s 150,000.00	\$_150,000.00
	☐ Common ☐ Preferred		
	Convertible Securities (including warrants)	s	<u>·</u> \$
	Partnership Interests	\$	s
	Other (Specify)	S	\$
	Total	\$_150,000.00	\$_150,000.00
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Aggregate
		Number Investors	Dollar Amount of Purchases
	Accredited Investors	1	\$_150,000.00
	Non-accredited Investors		
	Total (for filings under Rule 504 only)	1	\$_150,000.00
	Answer also in Appendix, Column 4, if filing under ULOE.	-	
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		
		Type of	Dollar Amount
	Type of Offering	Security	Sold
	Rule 505		
	Regulation A		
	Rule 504		s 0.00
	Total		_ \$_0.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees	[<u> </u>
	Printing and Engraving Costs		<u> </u>
	Legal Fees	[
	Accounting Fees		
	Engineering Fees	[s
	Sales Commissions (specify finders' fees separately)		
	Other Expenses (identify)	[
	Total		¬ \$ 0.00

B. INFORMATION ABOUT OFFERING Yes No Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual? 3. Does the offering permit joint ownership of a single unit? 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) N/A Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) ALL AK AZ AR CA CO CT DE DC FL CA HI DD AND MN MS MO MN NE NV NH NN
Answer also in Appendix, Column 2, if filling under ULOE. 2. What is the minimum investment that will be accepted from any individual?
2. What is the minimum investment that will be accepted from any individual?
3. Does the offering permit joint ownership of a single unit?
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of Securities in the offering. If a person to be listed grant of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)
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RI SC SD TN TX UT VT VA WA WV WI WY PR
Full Name (Last name first, if individual)
Business or Residence Address (Number and Street, City, State, Zip Code)
Name of Associated Broker or Dealer
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
(Check "All States" or check individual States)
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MT NE NV NH NJ NM NY NC ND OH OK OR PA RI SC SD TN TX UT VT VA WA WV WI WY PR

	b. Enter the difference between the aggregate offeri and total expenses furnished in response to Part C — proceeds to the issuer."	Question 4.a. This difference	e is the "adjusted gross		150,000.00
5.	Indicate below the amount of the adjusted gross pro each of the purposes shown. If the amount for an check the box to the left of the estimate. The total of proceeds to the issuer set forth in response to Part	y purpose is not known, fu the payments listed must ed	rnish an estimate and		
	The state of the s	\		Payments to Officers, Directors. & Affiliates	Payments to Others
	Salaries and fees			\$	\$
	Purchase of real estate			\$	<u></u> \$ 150,000.00
	Purchase, rental or leasing and installation of mac and equipment	hinery		\$	
	Construction or leasing of plant buildings and faci	ilities		\$	
	Acquisition of other businesses (including the value offering that may be used in exchange for the asset issuer pursuant to a merger)	ets or securities of another	·		
	Repayment of indebtedness				
	Working capital				
	Other (specify):] \$	_
] \$	_ 🗆 \$
	Column Totals				
	Total Payments Listed (column totals added)		•		50,000.00
		D. FEDERAL SIGNAT	URE		
sier	e issuer has duly caused this notice to be signed by the nature constitutes an undertaking by the issuer to fur information furnished by the issuer to any non-accr	nish to the U.S. Securities a	and Exchange Commiss	ion, upon writte	ale 505, the following on request of its staff
Issu	uer (Print or Type)	Signature	1 11 D	ate 7 7	77
Gl	JPTILL PROPERTIES, LLC	Konald 1)	hystell	3-7-	-01
	ne of Signer (Print or Type) NALD L. GUPTILL	Title of Signer (Print of MEMBER-MANAGER	Typé)		

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

<u> </u>	C. OFFERING FRIEL, NOM	JUN OF THE OFFICE AND		
	b. Enter the difference between the aggregate offer and total expenses furnished in response to Part C — proceeds to the issuer."	Question 4.a. This difference is the "adjusted gro		s150,000.00
5.	indicate below the amount of the adjusted gross pro- each of the purposes shown. If the amount for an check the box to the left of the estimate. The total of proceeds to the issuer set forth in response to Part	y purpose is not known, furnish an estimate an Tthe payments listed must equal the adjusted gro	id '	
			Payments to Officers, Directors, & Affiliates	Others
	Salaries and fees		🗀 \$	_ 🗆 \$
	Purchase of real estate		🔲 \$	<u></u>
	Purchase, rental or leasing and installation of mac	hinery	🗌 💲	_ 🗆 \$
	Construction or leasing of plant buildings and fac	ilities	🔲 \$ <u>·</u>	_ 🗔 \$
	Acquisition of other businesses (including the val offering that may be used in exchange for the asso issuer pursuant to a merger)	ue of securities involved in this		•
	Repayment of indebtedness		[] S	
	Working capital		🗆 \$	s
	Other (specify):			
	Other (speerly).			-
	·		[] \$	_ 🗆 \$
	Column Totals			
	m - 1 m - 1 that (as lower total and had)		□s ¹	50,000.00
_	The state of the s	D. FEDERAL SIGNATURE		
sig the	e issuer has duly caused this notice to be signed by the nature constitutes an undertaking by the issuer to fur information furnished by the issuer to any non-acc uer (Print or Type)	undersigned duly authorized person. If this not mish to the U.S. Securities and Exchange Comn	ice is filed under R nission, upon writt	ule 505, the following en request of its staft
G	JPTILL PROPERTIES, LLC	Jonald Il fughter	5-1	<i>V</i> /
	me of Signer (Print or Type)	Title of Signer (Print or Type)		
RO	NALD L. GUPTILL	MEMBER-MANAGER		

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

<u></u>		E. STATE SIGNATURE						
1.7	Is any party described in 17 CFR 23 provisions of such rule?	0.262 presently subject to any of the disqualification	Yes No					
,		See Appendix, Column 5, for state response.	•					
2.	The undersigned issuer hereby under D (17 CFR 239.500) at such times a	takes to furnish to any state administrator of any state in which this notic s required by state law.	e is filed a notice on Form					
3.	The undersigned issuer hereby unde issuer to offerees.	rtakes to furnish to the state administrators, upon written request, info	rmation furnished by the					
4.	limited Offering Exemption (ULOE)	nat the issuer is familiar with the conditions that must be satisfied to be of the state in which this notice is filed and understands that the issued establishing that these conditions have been satisfied.	e entitled to the Uniform claiming the availability					
	uer has read this notification and knows thorized person.	the contents to be true and has duly caused this notice to be signed on its	behalf by the undersigned					
Issueri(Print or Type)	Signature Date	7-07					
GUPTIL	LL PROPERTIES, LLC	Conald 1/hastelf 3	/ /					
Name (Print or Type)	Title (Print or Type)						
RONA	LD L. GUPTILL	MEMBER-MANAGER						

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or hear typed or printed signatures.

				AF	PENDIX				
1	Intend to non-a investors	to sell ccredited s in State -ltem 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		4 Type of investor and amount purchased in State (Part C-Item 2)			Disqualifi under State (if yes, at explanati waiver gr (Part E-It	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
ΑĶ									
AZ									
AR	:								
CA	×		LLC Interest; \$150,000	2	\$150,000,00				×
СО									
CT									
DE									<u> </u>
DC								<u> </u>	<u> </u>
FL							•	<u> </u>	<u> </u>
GA							!		<u> </u>
HI									<u> </u>
ID	<u></u>							<u> </u>	<u> </u>
IL									
IN				<u> </u>					
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KS								<u> </u>	
KY									<u> </u>
LA					·		· · · · · · · · · · · · · · · · · · ·	<u> </u>	<u> </u>
ME								<u> </u>	<u> </u>
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MA		<u> </u>							<u> </u>
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MN		_,				<u> </u>			<u> </u>
MS								ز جہ سے	<u> </u>

2 3 1 Disqualification under State ULOE Type of security (if yes, attach and aggregate Intend to sell explanation of Type of investor and offering price to non-accredited waiver granted) amount purchased in State offered in state investors in State (Part E-Item 1) (Part C-Item 2) (Part B-Item 1) (Part-C-Item 1) Number of Number of Non-Accredited Accredited Investors Amount Yes No investors Amount State Yes No MO MT NE NV NH NJ NM NY NC ND НО OΚ OR PA RI SC SD TN TX UT VT ٧A WA WVWI

APPENDIX

				APPI	ENDIX		<u></u>		
1		2	3 .			5 Disqualification			
-	to non-a	I to sell accredited as in State a-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		amount pu	finvestor and rchased in State C-Item 2)	·	(if yes, explan waiver	ate ULOE attach ation of granted) -Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY							<u> </u>		
PR					·	-			